

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA

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Todd County, Wadena County and Otter  
Tail County, municipal subdivisions of the  
State of Minnesota,

Civil File No.: 04-CV-4218 ADM/RLE

Plaintiffs/Counterclaim  
Defendants/Debtors,

vs.

**AFFIDAVIT OF JOEL W. ZYLSTRA**

Barlow Projects, Inc., a Colorado  
corporation,

Defendant  
/Counterclaim/Judgment  
Creditor/Plaintiff on Supplemental  
Complaint,

vs.

Minnesota Counties Insurance Trust,

Garnishee/Defendant on  
Supplemental Complaint.

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STATE OF MINNESOTA )  
                         )ss.  
COUNTY OF HENNEPIN )

**Joel W. Zylstra**, being first duly sworn upon oath, deposes and states as follows:

1. That he is one of the attorneys representing Garnishee/Defendant on Supplemental Complaint Minnesota Counties Insurance Trust ("MCIT"), and, as such, has knowledge regarding the above-captioned matter.

2. Attached hereto and marked as Exhibit A is a true and correct copy of the Consulting Services Agreement between the County of Otter Tail and Defendant/Counterclaimant/Judgment Creditor/Plaintiff on Supplemental Complaint Barlow Projects, Inc., (Barlow).

3. Attached hereto and marked as Exhibit B is a true and correct copy of the March 23, 2001, Facility Modifications Agreement between the City of Perham and Barlow.

4. Attached hereto and marked as Exhibit C is a true and correct copy of the March 23, 2001, Operations and Maintenance Agreement between the City of Perham and Barlow.

5. Attached hereto and marked as Exhibit D is a true and correct copy of the March 27, 2001 Solid Waste Delivery Contract between the City of Perham and Otter Tail County.

6. Attached hereto and marked as Exhibit E is a true and correct copy of the March 27, 2001, Waste Delivery contract between the City of Perham and Todd County.

7. Attached hereto and marked as Exhibit F is a true and correct copy of the March 27, 2001, Solid Waste Delivery contract between the City of Perham and Wadena County.

8. Attached hereto and marked as Exhibit G is a true and correct copy of the September 14, 2004, letter from the City of Perham to Barlow.

9. Attached hereto and marked as Exhibit H is a true and correct copy of the original Summons and Complaint between the counties of Otter Tail, Todd and Wadena vs. Barlow.

10. Attached hereto and marked as Exhibit I is a true and correct copy of the Answer and Counterclaim of Barlow to the counties of Otter Tail, Todd and Wadena.

11. Attached hereto and marked as Exhibit J is a true and correct copy of the June 8, 2005, letter from John Stein, MCIT, to Steven Rufer, counsel for the counties of Otter Tail, Todd and Wadena.

12. Attached hereto and marked as Exhibit K is a true and correct copy of the selected portions of the 2005 MCIT Coverage Document.

13. Attached hereto and marked as Exhibit L is a true and correct copy of the June 16, 2005, letter to John Stein from David J. Hauser, Otter Tail County Attorney.

14. Attached hereto and marked as Exhibit M is a true and correct copy of the June 16, 2005, letter to John Stein from Gaylord Saetre, Todd County Attorney.

15. Attached hereto and marked as Exhibit N is a true and correct copy of the June 17, 2007, letter from Jonathan Edin, Waseca County Attorney, to John Stein.

16. Attached hereto and marked as Exhibit O is a true and correct copy of the July 20, 2005, letter from John Stein to David J. Hauser.

17. Attached hereto and marked as Exhibit P is a true and correct copy of the Minnesota Court of Appeals unpublished decision of Millavetz Gallop & Millavetz, P.A. v. Hill 1998 W.L. 422229 (Minn. Ct. App.).

18. Attached hereto and marked as Exhibit Q is a true and correct copy of the Miller v. Shugart Settlement Agreement between the counties of Todd, Wadena, Otter Tail and Barlow.

19. Attached hereto and marked as Exhibit R is a true and correct copy of the November 14, 2004, bylaws of MCIT.

20. Attached hereto and marked as Exhibit S is a true and correct copy of the Deposition of Michael Hanen.

21. Attached hereto and marked as Exhibit T is a true and correct copy of the November 1, 2000, letter from David Hauser, Otter Tail County Attorney, to Trudy Richter.

22. Attached hereto and marked as Exhibit U is a true and correct copy of the November 14, 2000, letter from Michael Hanan to the Otter Tail County Commissioners.

23. Attached hereto and marked as Exhibit V is a true and correct copy of the September 25, 2005, Amended Complaint of the Counties of Todd, Wadena and Otter Tail.

24. Attached hereto and marked as Exhibit W is a true and correct copy of the Joint Memorandum of the Counties of Todd, Wadena and Otter Tail in Opposition to Defendant Barlow's Motion to Dismiss.

25. Attached hereto and marked as Exhibit X is a true and correct copy of the December 7, 2005, Deposition of Robert Louiseau, City Manager, City of Perham.

26. Attached hereto and marked as Exhibit Y is a true and correct copy of the January 20, 2004, letter from Sydney Nelson, Otter Tail County Board Chair, to Robert Louiseau, City Manager, City of Perham.

27. Attached hereto and marked as Exhibit Z is a true and correct copy of the May 11, 2005, Order of the Court in regard to Barlow's Motion to Dismiss.

28. Attached hereto and marked as Exhibit AA is a true and correct copy of the June 30, 2003, Memo from Mike Hanan to the Otter Tail County Commissioners.

29. Attached hereto and marked as Exhibit BB is a true and correct copy of the January 14 – 15, 2003 email exchange between George Minerich, Stearns County, Minnesota, and Michael Hanan, Solid Waste Director of Otter Tail County.

30. Attached hereto and marked as Exhibit CC is a true and correct copy of the October 30, 2003, letter from Michael Hanan to Otter Tail County Commissioners.

31. Attached hereto and marked as Exhibit DD is a true and correct copy of the November 9, 2005, Findings of Fact and Conclusions of the MCIT Board of Directors.

32. Attached hereto and marked as Exhibit EE is a true and correct copy of the February 25, 2004, Memorandum of Robert Louiseau, City Manager to the City of Perham City Council Members.

33. Attached hereto and marked as Exhibit FF is a true and correct copy of the January 23, 2004, letter from the Wadena County Board of Commissioners to the City of Perham.

34. Attached hereto and marked as Exhibit GG is a true and correct copy of the December 2, 2003, Resolution of Todd County.

35. Attached hereto and marked as Exhibit HH is a true and correct copy of the MCIT Joint Powers Agreement.

FURTHER YOUR AFFIANT SAYETH NOT.



Joel W. Zylstra

Subscribed and sworn to before me

this 5<sup>th</sup> day of June, 2007.



Notary Public



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